

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS**

In re:)
ALTA MESA RESOURCES, INC., <i>et al.</i> ,) Chapter 11
Debtors.) Case No. 19-35133
) (Jointly Administered)
)
DAVID DUNN, as Trustee of the AMH Litigation)
Trust,)
Plaintiff,) Adv. Pro. No. 21-03909
)
v.)
HPS INVESTMENT PARTNERS, LLC; ARM)
ENERGY HOLDINGS, LLC; ARM)
MIDSTREAM, LLC; AND ASSET RISK)
MANAGEMENT, LLC,)
)
Defendants.)

**APPELLANT'S STATEMENT OF ISSUES AND
DESIGNATION OF RECORD ON APPEAL**

Pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure, appellant David Dunn, as Trustee of the AMH Litigation Trust (“Plaintiff” or “Appellant”), by and through his undersigned counsel, respectfully submits the following statement of issues to be presented on appeal and designation of items for inclusion in the record on appeal in connection with the appeal of this Court’s *Order Dismissing Proceeding* (Adv. Proc. Dkt. No. 93), entered in the above-captioned adversary proceeding on October 2, 2024, and all associated orders and opinions, including without limitation that certain *Order* (Adv. Proc. Dkt. No. 64) entered on March 3, 2023 dismissing Plaintiff’s First Amended Complaint.

Statement of the Issues on Appeal

1. In light of the Bankruptcy Court's holding that Plaintiff's claims in the Second Amended Complaint were each subject to the notice pleading standard of Federal Rule of Civil Procedure 8, did the Bankruptcy Court err in holding Plaintiff's Second Amended Complaint failed to sufficiently allege the defendants (the "Defendants"), as "entit[ies] for whose benefit such transfer was made" under 11 U.S.C. § 550, and/or "person[s] for whose benefit the transfer was made" under Texas Business & Commercial Code § 24.009 (each, a "Transfer Beneficiary"), received a direct, ascertainable and quantifiable benefit from the identified constructive fraudulent transfers?

2. Did the Bankruptcy Court err by holding that when a plaintiff seeks to avoid and recover a constructive fraudulent transfer from a shareholder of an initial transferee as a Transfer Beneficiary, and has not sufficiently pleaded a direct, ascertainable and quantifiable benefit, the plaintiff must allege facts sufficient to pierce the transferee's corporate veil pursuant to *Janvey v. Libyan Investment Authority*, 840 F.3d 248 (5th Cir. 2016)?

3. In light of the Bankruptcy Court's holding that Plaintiff's claims in the Second Amended Complaint were each subject to the notice pleading standard of Federal Rule of Civil Procedure 8, did the Bankruptcy Court err by holding Plaintiff's Second Amended Complaint otherwise failed to allege sufficient facts to state claims for constructive fraudulent transfers against the Defendants, as Transfer Beneficiaries, under 11 U.S.C. §§ 544, 548 and 550, and Tex. Bus. & Com. §§ 24.005, 24.006, 24.008 and 24.009?

Designation of the Record on Appeal

The Appellant hereby designates the following items for inclusion in the record on appeal.

The following designations of pleadings and matters of record include *all* filed exhibits attached or associated on the docket with the designated items.

Adversary Docket Items (Adv. Proc. No. 21-03909)

Item No.	Docket No.	Filing Date	Item Description
1	N/A	N/A	Docket sheet for Adversary Proceeding
2	1	09/10/2021	Complaint (including all exhibits attached thereto)
3	40	07/11/2022	First Amended Complaint (including all exhibits attached thereto)
4	48	08/25/2022	Motion to Dismiss Adversary Proceeding, filed by HPS Investments Partners
5	49	08/25/2022	Motion to Dismiss Adversary Proceeding, filed by ARM Energy Holding, LLC, ARM Midstream, LLC, and Asset Risk Management, LLC (together, "ARM Defendants")
6	52	10/03/2022	Plaintiff's Omnibus Opposition to Motions of ARM Defendants and HPS Investment Partners, LLC to Dismiss First Amended Complaint
7	53	10/03/2022	Request for Judicial Notice in Support of Plaintiff's Omnibus Opposition to Motions of ARM Defendants and HPS Investment Partners, LLC to Dismiss First Amended Complaint [Dkts. 48, 49] (including all exhibits attached thereto)
8	55	10/28/2022	Reply in Support of Rule 12(b)(6) Motion to Dismiss the Amended Complaint on Behalf of HPS Investment Partners, LLC
9	56	10/28/2022	Reply in Support of ARM Defendants' Rule 12(b)(6) Motion to Dismiss the First Amended Complaint
10	57	11/14/2022	Exhibit List for November 16, 2022 hearing, filed by Plaintiff (including all exhibits attached thereto)
11	59	11/14/2022	Exhibit List for November 16, 2022 hearing, filed by HPS Investment Partners, LLC (including all exhibits attached thereto)
12	60	11/15/2022	Exhibit List for November 16, 2022 hearing, filed by the ARM Defendants (including all exhibits attached thereto)
13	61	11/16/2022	Courtroom Minutes
14	62	11/16/2022	PDF with Audio File of Hearing on Motion to Dismiss held on November 16, 2022
15	63	03/03/2023	Memorandum Opinion

16	64	03/03/2023	Order
17	70	03/24/2023	Second Amended Complaint (including all exhibits attached thereto)
18	74	04/24/2023	Motion to Dismiss Adversary Proceeding, filed by the ARM Defendants
19	75	04/24/2023	Motion to Dismiss Adversary Proceeding, filed by HPS Investments Partners
20	77	05/26/2023	Plaintiff's Omnibus Opposition to Motions of ARM Defendants and HPS Investment Partners, LLC to Dismiss Second Amended Complaint [ECF Nos. 74, 75]
21	78	06/16/2023	Reply Memorandum of Law in Support of Rule 12(b)(6) Motion to Dismiss the Second Amended Complaint on Behalf of HPS Investment Partners, LLC
22	79	06/16/2023	Reply in Support of ARM Defendants' 12(b)(6) Motion to Dismiss the Second Amended Complaint
23	80	07/13/2023	Exhibit List for July 17, 2023 hearing, filed by Plaintiff (including all exhibits attached thereto)
24	81	07/13/2023	Additional Attachments to Exhibit List for July 17, 2023 hearing, filed by Plaintiff (including all exhibits attached thereto)
25	82	07/14/2023	Exhibit List for July 17, 2023 hearing, filed by HPS Investments Partners (including all exhibits attached thereto)
26	84	07/17/2023	PDF with attached Audio File of Hearing on Motion to Dismiss held on July 17, 2023
27	85	07/17/2023	PDF with attached Audio File of Hearing on Motion to Dismiss held on July 17, 2023
28	88	07/27/2023	Transcript of Hearing held on July 17, 2023
29	89	07/28/2023	Notice of Filing of Official Transcript of Hearing held July 17, 2023
30	92	10/01/2024	Memorandum Opinion
31	93	10/01/2024	Order Dismissing Proceeding

Main Bankruptcy Case Docket Items (Case No. 19-35133)

Item No.	Docket No.	Filing Date	Item Description
32	N/A	N/A	Docket sheet for Main Bankruptcy Case
33	1757	05/24/2020	First Amended Chapter 11 Plan Filed by Alta Mesa Resources, Inc.
34	1761	05/25/2020	Notice of Filing of Second Plan Supplement for the First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates under Chapter 11 of the Bankruptcy Code (including all exhibits attached thereto)

35	1777	05/27/2020	Findings of Fact, Conclusions of Law, and Order (I) Approving the AMR/AMH Debtors' Disclosure Statement and (II) Confirming the First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code
36	1834	06/08/2020	Notice Entry of Confirmation Order and Effective Date of First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code.

Certification Regarding Transcripts

Appellant certifies that he has requested the transcript of the hearing held on November 16, 2022. All additional transcripts have been prepared, are on the docket, and have been designated.

Reservation of Rights

Appellant expressly reserves the right to (i) withdraw, supplement, amend or modify this Statement of Issues and Designation of Record on Appeal and (ii) move to strike any items included by the Appellees in a designation of additional items. This filing is made expressly subject to, and without waiver of any and all rights, remedies, challenges, and objections.

Respectfully submitted,

Dated: October 29, 2024

COVINGTON & BURLING LLP

/s/ Joseph R. Dunn

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*Counsel for Plaintiff David Dunn, as Trustee of the
 AMH Litigation Trust*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing document was served upon all parties registered to receive service through this Court's ECF notification system, on October 29, 2024.

/s/ Joseph R. Dunn

Joseph R. Dunn